

EXHIBIT III

MCI TELECOMMUNICATIONS CORPORATION

NAME	POSITION	CITIZENSHIP
Bert C. Roberts, Jr.	Chairman; Director	US
Gerald H. Taylor	Vice Chairman	US
Timothy F. Price	President	US
Angela O. Dunlap	Executive Vice President	US
John Gerdelman	Executive Vice President	US
Douglas L. Maine	Executive Vice President, Chief Financial Officer	US
Michael J. Rowny	Executive Vice President	US
Michael H. Salsbury	Executive Vice President, Secretary & General Counsel; Director	US
Cynthia K. Andreotti	Senior Vice President	US
Lance Boxer	Senior Vice President	US
Brian A. Brewer	Senior Vice President	US
Fred M. Briggs	Senior Vice President	US
Vinton G. Cerf	Senior Vice President	US
Vincent C. Corica	Senior Vice President	US
Nate Davis	Senior Vice President	US
Jerry A. DeMartino	Senior Vice President	US
John G. Donoghue	Senior Vice President	US
Nancy Gofus	Senior Vice President	US
Laurence E. Harris	Senior Vice President	US
Robert B. Hartnett	Senior Vice President	US
Wayne E. Huyard	Senior Vice President	US
Gerald J. Kovach	Senior Vice President	US
Omar T. Leeman	Senior Vice President	US
James L. Lewis	Senior Vice President	US
Donald T. Lynch	Senior Vice President	US
Susan Mayer	Senior Vice President	US
Sherry Morehouse	Senior Vice President	US
John J. Sperco	Senior Vice President	US
James C. Wilkes	Senior Vice President	US
William D. Wooten	Senior Vice President	US

The address of the officers and directors is: MCI Communications Corporation, 1801 Pennsylvania Avenue, N.W., Washington, D.C. 20006.

MCI Telecommunications Corporation is a wholly-owned subsidiary of MCI Communications Corporation ("MCIC"). British Telecommunications plc holds a 20 percent share in MCIC, and will have a 100 percent controlling interest after the proposed merger.

**EXHIBIT IV**

**MCI INTERNATIONAL, INC.**

<b>NAME</b>	<b>POSITION</b>	<b>CITIZENSHIP</b>
Seth D. Blumenfeld	Chairman; President	US
Sergio Wernikoff	Senior Vice President	US
Anthony Ciriaco	Vice President	US
Lawrence M. Codacovi	Vice President	US
Leonard J. Disanza	Vice President	US
Nicholas A. Marano	Vice President	US
Bruce A. Willey	Vice President	US
Michael H. Salsbury	Secretary & General Counsel; Director	US
C. Bolton-Smith, Jr.	Assistant Secretary	US
Timothy D. Casey	Assistant Secretary	US
Edward G. Freitag	Assistant Secretary	US
Charles W. Rau	Assistant Secretary	US
Bert C. Roberts, Jr.	Director	US

The address of the officers and directors is: MCI Communications Corporation, 1801 Pennsylvania Avenue, N.W., Washington, D.C. 20006.

MCI International, Inc. is a wholly-owned subsidiary of MCI Communications Corporation ("MCIC"). British Telecommunications plc holds a 20 percent share in MCIC, and will have a 100 percent controlling interest after the proposed merger.

EXHIBIT V

MCI TRANSCON CORPORATION

NAME	POSITION	CITIZENSHIP
Bert C. Roberts, Jr.	Chairman	US
Gerald H. Taylor	President; Director	US
Maurice Lurkin	Vice President	US
Charles W. Rau	Vice President	US
Michael H. Salsbury	Vice President, Secretary and General Counsel; Director	US
Jonelle St. John	Treasurer	US
C. Bolton-Smith, Jr.	Assistant Secretary	US
Edward G. Freitag	Assistant Secretary	US
Thomas F. Quinn	Assistant Treasurer	US

The address of the officers and directors is: MCI Communications Corporation, 1801 Pennsylvania Avenue, N.W., Washington, D.C. 20006.

MCI Transcon Corporation is a wholly-owned subsidiary of MCI Communications Corporation ("MCIC"). British Telecommunications plc holds a 20 percent share in MCIC, and will have a 100 percent controlling interest after the proposed merger.

**EXHIBIT VI**

**MCI FINANCIAL MANAGEMENT CORPORATION**

<b>NAME</b>	<b>POSITION</b>	<b>CITIZENSHIP</b>
Michael H. Greenleaf	President and Secretary	US
Priscilla Ann Jackson	Assistant Secretary	US
Edward G. Freitag	Director	US
Douglas L. Maine	Director	US
Jonelle St. John	Director	US

The address of the officers and directors is: MCI Communications Corporation, 1801 Pennsylvania Avenue, N.W., Washington, D.C. 20006.

MCI Financial Management Corporation is a wholly-owned subsidiary of MCI Communications Corporation ("MCIC"). British Telecommunications plc holds a 20 percent share in MCIC, and will have a 100 percent controlling interest after the proposed merger.

EXHIBIT VII

MCI/OTI CORPORATION

NAME	POSITION	CITIZENSHIP
Bert C. Roberts, Jr.	Chairman	US
Gerald H. Taylor	President; Director	US
Douglas L. Maine	Senior Vice President and Chief Financial Officer	US
Charles W. Rau	Vice President	US
Michael H. Salsbury	Vice President, General Counsel and Secretary; Director	US
Jonelle St. John	Vice President and Treasurer	US
C. Bolton-Smith, Jr.	Assistant Secretary	US
Edward G. Freitag	Assistant Secretary	US

The address of the officers and directors is: MCI Communications Corporation, 1801 Pennsylvania Avenue, N.W., Washington, D.C. 20006.

MCI/OTI Corporation is a wholly-owned subsidiary of MCI Telecommunications Corporation. MCI Telecommunications Corporation is a wholly-owned subsidiary of MCI Communications Corporation ("MCIC"). British Telecommunications plc holds a 20 percent share in MCIC, and will have a 100 percent controlling interest after the proposed merger.

EXHIBIT VIII

OVERSEAS TELECOMMUNICATIONS, INC.

NAME	POSITION	CITIZENSHIP
Bert C. Roberts, Jr.	Chairman	US
Gerald H. Taylor	President; Director	US
Douglas L. Maine	Senior Vice President and Chief Financial Officer	US
Michael Salsbury	Senior Vice President, General Counsel and Secretary; Director	US
Charles W. Rau	Vice President	US
Wayne Rehberger	Vice President	US
Jonelle St. John	Vice President and Treasurer	US
Edward G. Freitag	Assistant Secretary	US
C. Bolton-Smith, Jr.	Assistant Secretary	US

The address of the officers and directors is: MCI Communications Corporation, 1801 Pennsylvania Avenue, N.W., Washington, D.C. 20006.

Overseas Telecommunications, Inc. is a wholly-owned subsidiary of MCI/OTI Corporation. MCI/OTI Corporation is a wholly-owned subsidiary of MCI Telecommunications Corporation. MCI Telecommunications Corporation is a wholly-owned subsidiary of MCI Communications Corporation ("MCIC"). British Telecommunications plc holds a 20 percent share in MCIC, and will have a 100 percent controlling interest after the proposed merger.

**EXHIBIT IX**

**WESTERN UNION INTERNATIONAL, INC.**

<b>NAME</b>	<b>POSITION</b>	<b>CITIZENSHIP</b>
Seth D. Blumenfeld	Chairman; President; Director	US
Anthony Ciriaco	Vice President	US
Lawrence M. Codacovi	Vice President; Director	US
Michael H. Salsbury	Secretary and General Counsel	US
C. Bolton-Smith, Jr.	Assistant Secretary	US
Edward G. Freitag	Assistant Secretary	US
Charles W. Rau	Assistant Secretary	US
Frank R. Conrad	Controller	US

The address of the officers and directors is: MCI Communications Corporation, 1801 Pennsylvania Avenue, N.W., Washington, D.C. 20006.

Western Union International, Inc. is a wholly-owned subsidiary of MCI International, Inc. MCI International, Inc. is a wholly-owned subsidiary of MCI Communications Corporation ("MCIC"). British Telecommunications plc holds a 20 percent share in MCIC, and will have a 100 percent controlling interest after the proposed merger.



**EXHIBIT X**

**TELECOM\*USA, INC.**

<b>NAME</b>	<b>POSITION</b>	<b>CITIZENSHIP</b>
Bert C. Roberts, Jr.	Chairman	US
Gerald H. Taylor	President; Director	US
Douglas L. Maine	Senior Vice President and Chief Financial Officer	US
Jon M. McGuire	Vice President	US
Charles W. Rau	Vice President	US
Wayne Rehberger	Vice President	US
Michael H. Salsbury	Vice President, Secretary and General Counsel; Director	US
Jonelle St. John	Vice President and Treasurer	US
C. Bolton-Smith, Jr.	Assistant Secretary	US
Edward G. Freitag	Assistant Secretary	US

The address of the officers and directors is: MCI Communications Corporation, 1801 Pennsylvania Avenue, N.W., Washington, D.C. 20006.

Telecom\*USA, Inc. is a wholly-owned subsidiary of MCI Financial Management Corporation. MCI Financial Management Corporation is majority owned and controlled by MCI Communications Corporation ("MCIC"). British Telecommunications plc holds a 20 percent share in MCIC, and will have a 100 percent controlling interest after the proposed merger.

EXHIBIT XI

IN-FLIGHT HOLDINGS, INC.

NAME	POSITION	CITIZENSHIP
Phil Bakes	President; Director	US
Michael K. Nissenbaum	Secretary	US
Michael J. Rowny	Director	US
Fred M. Briggs	Director	US
Talat M Othman	Director	US

The address of the officers and directors is: In-Flight Holdings, Inc.,  
1146 19th Street, N.W., Suite 200, Washington, D.C. 20006.

In-Flight Phone Holdings, Inc. ("IFP") is controlled by MCI  
Telecommunications Corporation ("MCIT"). MCIT is a wholly-owned subsidiary of  
MCI Communications Corporation ("MCIC"). British Telecommunications plc holds  
a 20 percent share in MCI, and will have a 100 percent controlling interest after the  
proposed merger.

**EXHIBIT XII**

**IN-FLIGHT PHONE CORPORATION**

<b>NAME</b>	<b>POSITION</b>	<b>CITIZENSHIP</b>
Phil Bakes	Chairman, Board of Directors; President; Chief Executive Officer	US
Neal F. Meehan	Executive Vice President	US
George E. Sutton, Jr.	Executive Vice President	US
Michael K. Nissenbaum	Chief Financial Officer; Secretary and Treasurer	US
Anand B. Malani	Vice President	US
Ted Semon	Vice President	US
Edward J. Paquette	Vice President	US
William J. Gordon	Vice President	US
Robert L. Harris	Vice President	US
Michael J. Rowny	Director	US
Fred M. Briggs	Director	US
Talat M. Othman	Director	US
Michael B. Rohlfs	Director	US

The address of the officers and directors is: In-Flight Phone Corporation, 1146 19th Street, N.W., Suite 200, Washington, D.C. 20036.

The parent of In-Flight Phone Corporation is In-Flight Holdings, Inc. In-Flight Holdings, Inc. is controlled by MCI Telecommunications Corporation. MCI Telecommunications Corporation is a wholly-owned subsidiary of MCI Communications Corporation ("MCIC"). British Telecommunications plc holds a 20 percent share in MCI, and will have a 100 percent controlling interest after the proposed merger.

**EXHIBIT XIII**

**POST-MERGER CONCERT plc**

<b>NAME AND ADDRESS</b>	<b>POSITION</b>	<b>CITIZENSHIP</b>
Sir Iain Vallance	Co-Chairman, Board of Directors	UK
Bert C. Roberts, Jr.	Co-Chairman, Board of Directors	US
Sir Peter Bonfield	Chief Executive Officer, Concert and BT UK; Director	US
Gerald H. Taylor	President; Chief Operating Officer; Director	US
Robert Brace	President; Chief Operating Officer, Operating Alliances; Deputy Chief Executive, BT UK; Director	UK
Douglas L. Maine	Chief Financial Officer; Director	US
Sir Colin Marshall	Director	UK
Alfred T. Mockett	President and Chief Operating Officer, International Operations	US/UK (dual citizenship)
Timothy F. Price	President and Chief Operating Officer, MCI	US
Scott B. Ross	President and Chief Operating Officer, Systems Integration	US
Fred Briggs	Chief Technical Officer	US
Colin Green	Secretary and Chief Legal Officer	UK
Michael J. Rowny	Strategic Development	US
Michael H. Salisbury	General Counsel and Deputy Secretary	US
John Steele	Human Resources	UK
Rupert Gavin	Multimedia Strategy	UK
Andy Green	Mobility Strategy	UK

The address for Sir Iain Vallance, Sir Peter Bonfield, Robert Brace, Sir Colin Marshall, Alfred T. Mockett, Colin Green, John Steele, Rupert Gavin and Andy Green is: British Telecommunications plc, BT Centre, 81 Newgate Street, London EC1A 7AJ.

The address for Bert C. Roberts, Jr., Gerald H. Taylor, Douglas L. Maine, Timothy F. Price, Scott B. Ross, Fred Briggs, Michael J. Rowny and Michael H. Salsbury, is: MCI Communications Corporation, 1801 Pennsylvania Avenue, N.W., Washington, D.C. 20006.

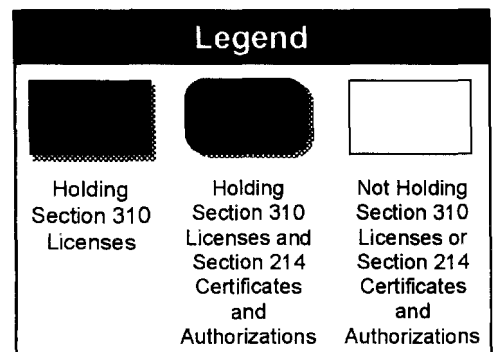
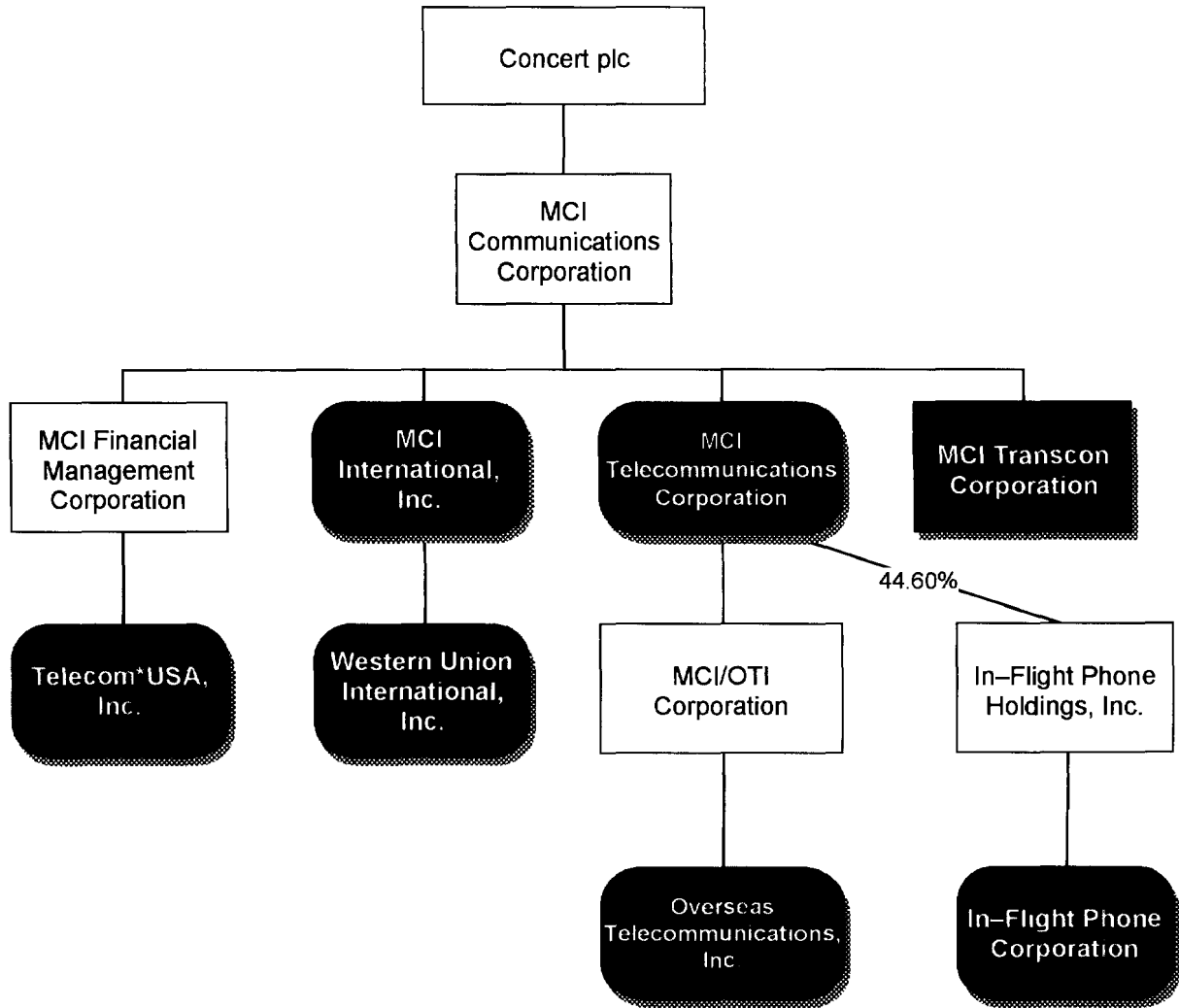
Subsequent to the merger, Concert's Board of Directors will be comprised of fifteen directors, with BT designating one more director than MCI. Designation of the full slate of directors and non-executive officers for the post-merger entity has not yet occurred. However, it is presently determined that Sir Iain Vallance and Bert C. Roberts, Jr. will serve as Co-Chairmen of the Board of Directors, and that in addition to the seven directors listed above, BT and MCI will each designate four additional directors.

BT will submit to the Commission an amended list of the officers and directors for Concert when management decisions have been finalized.

BT does not have any shareholders with a ten percent or greater interest.

**MC**

**POST-MERGER CONCERT CONTROLLED ENTITIES**  
**HOLDING LICENSES AND AUTHORIZATIONS SUBJECT TO**  
**TRANSFER OF CONTROL**







**VOLUME THREE, SECTION D**

**THE MERGER AGREEMENT**

Attached is a conformed copy of the Agreement and Plan of Merger ("the Merger Agreement"), executed on November 3, 1996 by British Telecommunications plc, MCI Communications Corporation and Tadworth Corporation.

CONFORMED COPY

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**AGREEMENT AND PLAN OF MERGER**

**dated as of November 3, 1996**

**among**

**BRITISH TELECOMMUNICATIONS plc,  
MCI COMMUNICATIONS CORPORATION**

**and**

**TADWORTH CORPORATION**

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EXECUTION COPY

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**AGREEMENT AND PLAN OF MERGER**

**dated as of November 3, 1996**

**among**

**BRITISH TELECOMMUNICATIONS plc,  
MCI COMMUNICATIONS CORPORATION**

**and**

**TADWORTH CORPORATION**

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**List of Exhibits**

<i>Exhibit</i>	<i>Title</i>
5.2(a)	Reconstitution of the Board of Directors of BT

**List of Annexes**

<i>Annex</i>	<i>Title</i>
A	Employee Benefits Matters
B	Summary of Terms and Conditions of Senior Retention ISUs, 1997 ISUs and Converted ISUs to Be Granted Pursuant to the Agreement and Annex A Thereto